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Debtor and Debtor-in-Possession

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY**

In re:

MANTIFF CHEYENNE HOSPITALITY, LLC,

Debtor.

Case No. 09-12621 (NLW)

Chapter 11

Honorable Novalyn L. Winfield

**CERTIFICATE OF CONSENT RESPECTING CONSENT ORDER
ASSIGNING THE ASSET PURCHASE AGREEMENT AND EXTENDING
DEADLINE TO CLOSE ON SALE OF DEBTOR'S BUSINESS AND BUSINESS ASSETS**

THOMAS M. WALSH hereby certifies that with respect to the copy of the captioned Consent Order submitted to the Court the following conditions have been met:

- (a) The terms of the copy of the Consent Order submitted to the Court are identical to those set forth in the original Consent Order;
- (b) The signatures represented by the “/s/ Thomas M. Walsh,” “/s/ Joseph H. Alessi,” “/s/ Brett S. Moore,” and “/s/ Atul Desai” on the copy of the Consent Order submitted to the Court reference the signatures of consenting parties obtained on the original Consent Order;
- (c) I will retain the original Consent Order for a period of seven (7) years from the date of closing of the case;
- (d) I will make the original Consent Order available for inspection upon request of the Court or any party in interest; and

(e) I acknowledge the signing of same for all purposes, including those under Fed. R. Bankr. P. 9011.

/s/ Thomas M. Walsh
THOMAS M. WALSH

Dated: November 13, 2009

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